



Glass and Glazing Federation

# Rules

A close-up, low-angle photograph of a glass pane, likely a window or door, with a metal frame. The glass is slightly tilted and shows reflections. In the center of the pane, the 'GGF' logo is visible, rendered in a light blue color that matches the logo in the top left. The background is dark and out of focus.

September 2003

# Rules of the Federation

## 1 Rules

These are the Rules of the Glass and Glazing Federation ('the Federation'), a company limited by guarantee and not having a share capital, as referred to in the Articles of Association of the Federation.

## 2 Objectives

The objectives of the Federation are set out in the Memorandum of Association of the Federation.

## 3 Membership

**3.1** Membership of the Federation shall, subject to Rule 3.2, be limited to any such company, firm or unincorporated body who shall be eligible for membership provided he, she or it, as the case may be:

- 3.1.1 carries on a trade related to home improvements, glazing and the use of flat glass, or other similar materials, whether for windows, doors, or similar applications, or for processed glass, and the connected operations of fabrication and installation of applied film; and
- 3.1.2 has been trading in the relevant fields for at least three years; and can produce their last two years' audited or certified accounts to the Finance Secretary; and
- 3.1.3 can provide a minimum of two trade references and one from a Member; and
- 3.1.4 operates a substantial business, in terms of financial resources and facilities including suitable business premises (which shall be inspected) and employs adequate personnel for the efficient conduct of his business; and
- 3.1.5 meets the Federation's standards of technical and commercial practice; and
- 3.1.6 in the event of his engaging in business calling for deposits from members of the public shall promptly notify the Federation and agrees to submit returns on time and subscribe to the GGF Fund Ltd established by the Federation for the security of such deposits for supply and/or installation of home improvements and glazing items and to observe the terms and conditions laid down by the GGF Fund Ltd; and
- 3.1.7 meets any reasonable requirement of the General Council; and
- 3.1.8 agrees to be bound by the Rules of the Federation.

**3.2** Individuals and other bodies such as Associations and institutions may be admitted to membership on such terms as the General Council may determine.

**3.3** Branches and subsidiary companies of Members of the Federation may, at the discretion of General Council, be entitled to certain of the benefits of membership on the terms defined below and only one subscription shall be payable in respect of the turnover of such Members. For the avoidance of doubt, no such branch or subsidiary shall be a Member of the Federation in its own right and shall not be entitled to attend or vote at a Members' General Meeting (as defined in 7.1). The turnover of subsidiary companies acquired or branches opened after the submission of the annual turnover return shall be notified immediately to the General Council. The turnover of branches and subsidiary companies operating in the areas of activity defined in Rule 3.1.1 and/or defined in the current Federation application for membership form shall be included in the turnover return of the parent company and likewise the turnover of parent companies shall be included in the returns submitted by subsidiary companies. For the purpose of this Rule the definition of a subsidiary company shall be that contained in the Companies Act 1989 Section 144, and the General Council shall determine the question of what constitutes a branch. Entitlement to these benefits, in the case of such branches of subsidiary companies, shall be conditional upon the observance of the obligations of membership and may be subject to the payment of such fees as the General Council shall determine.

- 3.3.1 A branch or subsidiary company of a Member may be represented on the Region in which it is carrying on business.
- 3.3.2 Each branch or subsidiary company of a Member shall have the right to be represented and to vote at General Meetings of the Region in which it carries on business.
- 3.3.3 No Member whether through itself or through a branch or subsidiary shall have the right to exercise more than one vote at meetings of any one Region.

- 3.3.4 All or any of the provisions of this Rule 3.3 may be varied by resolution of the General Council in accordance with Rule 10.
- 3.4 Applications for membership shall be addressed in writing to the Membership Department, providing such information as the General Council may consider necessary.
- 3.5 Applicants which meet the criteria for membership shall be accepted, subject to consideration of any relevant information forthcoming from the Membership.
- 3.6 Any Member of the Federation shall be entitled to terminate its membership of the Federation by one calendar month's written notice given to General Council. Termination of membership (whether by written notice as aforesaid or pursuant to Rule 4) shall not relieve such Member of its obligation under Rule 4 for the payment of any outstanding subscriptions, levies or other contributions due prior to or at the date upon which termination takes effect (other than any subscription to the Federation the non payment of which results in membership ceasing pursuant to Rule 4.4).
- 3.7 Any non-member who acquires the whole or any part of the business of a Member, including that part of the business which relates to a trade of the kind set out in Rule 3.1.1, may apply to the General Council to be admitted to membership. The General Council shall consider such application and may refer such application to the Board of Directors which may, in its absolute discretion, waive the requirements of Rule 3.1.2 and treat the Non-Member as eligible for membership if he satisfies all the remaining requirements of Rule 3.1.

## **4 Obligations of Membership**

- 4.1 Members of the Federation shall be entitled to all the services for Members.
- 4.2 Members shall not be entitled to require the Federation to engage in activities which favour one Member to the detriment of any other Member; including (but without in any way derogating from the generality of the foregoing) the promotion of products in competition with those of other Members.
- 4.3 The main obligations of membership are as follows:
- 4.3.1 to observe the Rules of the Federation and the decisions of the Board of Directors and/or General Council
- 4.3.2 to pay on demand the subscriptions, levies and other contributions to the funds of the Federation or to any body controlled by the Federation if that body imposes any obligation on the Member as determined by the Board of Directors and/or the General Council
- 4.3.3 to adhere to technical and commercial standards (such as the Code of Good Practice)
- 4.3.4 to refrain from divulging to any third party any transaction or communication between the Federation and its Members, save as authorised by the General Council
- 4.3.5 in the case of those classes of companies in membership of the Flat Glass Council, to observe the terms of any National Labour Agreements entered into by that Council and the signatory trade unions
- 4.3.6 where the Federation's symbol is used, to use it strictly in accordance with the instructions issued from time to time by the External Relations Committee
- 4.3.7 to make available timely and accurate statements of turnover in each substantial category of business, and on demand to furnish such supporting evidence as the Federation shall in confidence require.
- 4.4 Membership shall cease on the happening of any event set down in the Articles of Association Clauses 7 to 11 inclusive (see Appendix 1).
- 4.4.1 However, the Board of Directors (having been advised by the Finance and Membership Committee) shall have the power at its discretion to continue membership of any Member which is a body corporate which enters into a voluntary arrangement with its creditors.
- 4.5 If control over a Member is acquired by a Non-Member who carries on business in a trade falling within Rule 3.1.1, membership will automatically cease three months after the date on which such control is acquired (or such longer period as the Board of Directors after having been advised by the Finance and Membership Committee may consider appropriate) unless, within such a period, the acquiring company applies for and is accepted into membership.

## **5 Structure**

The main structure of the Federation shall comprise the following bodies:

- the Board of Directors
- the General Council
- the Home Improvement Executive including
  - the GGF Fund Limited
- the Glazing Executive

the Specialist Interests Executive  
the Regional organisation  
the Flat Glass Council  
the Co-ordinating Group Committee, comprising of:  
the Finance and Membership Committee  
the Standards Committee  
the External Relations Committee  
the Training Committee  
the Contracts Committee  
the Health and Safety Committee,

all of which (other than the Board of Directors) shall be sub-committees of, constituted and overseen by, the General Council. All such bodies, (other than the Board of Directors) shall report to the General Council.

- 5.1** The General Council shall set up such other Executives, Groups and Committees as are deemed necessary.
- 5.2** Executives, Groups and Committees may set up sub-committees and working parties within their responsibilities as required.
- 5.3** Regions may make suitable arrangements for their management.
- 5.4** The General Council, the Executives and all Committees shall have power to co-opt. Co-opted Members shall have full voting rights.
- 5.5** The General Council of the Federation is responsible for overseeing all Executives, Regions, Groups and Committees (other than the Board of Directors) and for debating and advising the Board of Directors on the conduct of the Federation's affairs at national level. The General Council shall report to the Board of Directors.
- 5.6** The General Council is also responsible for ensuring in all the activities subject to its control a fair balance of representation and action as between the various defined interests of the Members of the Federation,
  - 5.6.1 home improvements
  - 5.6.2 glass merchants, glaziers and processors
  - 5.6.3 curved glass
  - 5.6.4 insulating glass manufacturers
  - 5.6.5 manufacturers and processors of laminated glass
  - 5.6.6 manufacturers and processors of toughened glass
  - 5.6.7 plastics manufacturers and merchants
  - 5.6.8 glazing component manufacturers
  - 5.6.9 conservatory manufacturers
  - 5.6.10 mirror manufacturers and merchants
  - 5.6.11 fire resistant glazing
  - 5.6.12 emergency glazing
  - 5.6.13 hardware
  - 5.6.14 film manufacturers and installers.
- 5.7** In particular, but without in any way detracting from the generality of the foregoing, the General Council shall have the following powers and functions:
  - 5.7.1 to elect the President and Vice President and to ratify the appointment of all the other chairmen
  - 5.7.2 to receive reports from the Executives and to take action thereon
  - 5.7.3 to advise the Board of Directors on appeals from persons, companies or other bodies claiming entitlement to membership as per the GGF Appeals Procedure (see Appendix 2)
  - 5.7.4 to advise the Board of Directors on allegations against Members of contravening the Rules of the Federation and the decisions of the Board of Directors and the General Council; and to take appropriate action
  - 5.7.5 to oversee the finances of the Federation and of the GGF Fund Limited
  - 5.7.6 to appoint to the General Council representatives of the defined interests listed above.
- 5.8** The General Council shall determine the size and composition of Executives, Committees and Groups so as to ensure a proper representation of all interests in the Federation and a fair balance between these interests.
- 5.9** Resolutions of the General Council shall, if within its competence, be binding on all members of the Federation.
- 5.10** The General Council shall consist of the following:
  - 5.10.1 ex-officio:
    - President of the Federation
    - Vice President of the Federation
    - Immediate Past President of the Federation
    - Chairman of the Flat Glass Council
    - Chairman of the Home Improvement Executive
    - Chairman of the Glazing Executive
    - Chairman of the Specialist Interests Executive

Chairman of the Co-ordinating Group Committee and Finance and Membership Committee

Chairman Health and Safety Committee

Chairman of the Standards Committee

Chairman of the External Relations Committee

Chairman of the Training Committee

Chairman of the GGF Fund Limited

Chairman of the Contracts Committee

- 5.10.2 the representative elected by the Flat Glass Manufacturers' Association
- 5.10.3 1 representative elected annually by each Region
- 5.10.4 5 individuals who shall be appointed by the General Council from Members and Associated Members so as to maintain the balance of the various defined interests comprised by the Federation and to take account of membership unrepresented by the Regional organisation: provided that none of the defined interests shall have an automatic right to representation on the General Council.
- 5.10.5 Additional Members may be co-opted onto General Council as necessary, if their specialist knowledge is required for specific discussion.
- 5.11** With the exception of representatives of the respective Associations and Regions named above, who shall be appointed in person each year, the right to serve on the General Council shall be personal to the individual appointed. Should a Council Member not be able to attend a meeting of the General Council, the Deputy elected from the Associations, Committees and Regions may attend. Deputies shall have full voting rights.
- 5.12** Any casual vacancy occurring among the Members of the General Council with the exception of representatives of Associations and Regions may be filled by co-optation of an eligible Member of the Federation. Any person so co-opted shall have full voting rights, but he shall retire on the eve of the next General Council Annual meeting at which elections and appointments take place and he shall be eligible for re-election. Casual vacancies relating to Association and Regional representatives shall be filled by nomination by the relevant Association or Region.
- 5.13** The Board of Directors has the conduct of and legal responsibility for the affairs of the Federation
  - 5.13.1 The Board of Directors shall comprise of some or all of the following:
    - President, who shall be Chairman of the Board of Directors
    - Vice President, who shall be deputy Chairman
    - Immediate Past President
    - Chairman Home Improvement Executive
    - Chairman Glazing Executive
    - Chairman Specialist Interests Executive
    - Chairman Co-ordinating Group Committee and Finance and Membership Committee
    - Chairman Flat Glass Council
    - Representative from the Flat Glass Manufacturers Association
    - Regional Chairman elected by the Regional Chairmen's Committee
    - The GGF Chief Executive
  - 5.13.2 The National Secretary shall be the Company Secretary
  - 5.13.3 On being appointed to the Board, each Director shall sign an undated letter of resignation (without loss or compensation for loss of office) to be held by the Chief Executive in escrow on behalf of the Board of Directors and which may be made effective and dated by a resolution of the Board of Directors.
- 5.14** The Remuneration Committee is a sub-committee of the Board where the President, the Vice-President and the Immediate Past President, with the Chief Executive, can decide the levels of remuneration and the conditions of employment of the staff, after taking advice, where necessary, from the Finance and Membership Committee.
- 5.15 The Regional Organisation**

The Regional organisation of the Federation, which may change from time to time as General Council decides, is responsible for the conduct of the Federation's affairs at Regional level.
- 5.16** Each Region shall be empowered to:
  - 5.16.1 recommend for acceptance applications for membership submitted to it by the Membership Secretary from suitable persons, companies or other bodies within the Region
  - 5.16.2 elect a representative to the General Council
  - 5.16.3 set up such committees as it thinks fit
  - 5.16.4 arrange activities for the benefit of the Region generally
  - 5.16.5 pursue the objectives of the Federation within the Region.

### **5.17 The Finance and Membership Committee**

The functions delegated to the Finance and Membership Committee, (which for the avoidance of doubt is not a sub-committee of the Board of Directors), within the framework of policies determined by the General Council, shall include the following:

- 5.17.1 to make recommendations on any financial matter affecting the Federation
- 5.17.2 to advise the Board of Directors on the remuneration of auditors subject to any restrictions imposed by General Council
- 5.17.3 to advise on the administration of the affairs of the Federation at National and Regional levels
- 5.17.4 to take appropriate steps to bring into membership eligible persons and companies
- 5.17.5 to investigate alleged actions or omissions by members in contravention of these Rules and of decisions of the Board of Directors and/or the General Council; and to make appropriate recommendations to the General Council.

### **5.18 The Standards Committee**

The functions of the Standards Committees (which for the avoidance of doubt is not a sub-committee of the Board of Directors), shall include the following:

- 5.18.1 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, the definition of technical standards and criteria applying to the products, processes and methods within the industry and its various sectors, and to make appropriate recommendations to the General Council
- 5.18.2 by discussion and where possible by agreement to ensure that these technical standards of practice are accepted and observed by all Members
- 5.18.3 to support the function of the Finance and Membership Committee in investigating alleged cases of breach of any of the standards by Members
- 5.18.4 to support the function of the External Relations Committee in publicising the criteria and standards and in ensuring that they are properly taken into account in legislation, regulation, technical specifications and other forms of control.

### **5.19 The External Relations Committee**

The functions of the External Relations Committee (which for the avoidance of doubt is not a sub-committee of the Board of Directors), shall include the following:

- 5.19.1 to make representations on all aspects of the responsibilities of the General Council to government (including the European Commission) and to other official trade bodies and persons, in furtherance of the objectives of the Federation
- 5.19.2 to formulate plans for, and to regulate, the promotional and publicity activities of the Federation
- 5.19.3 to undertake, commission and co-ordinate research and statistical services relating to the industry on behalf of Members.

### **5.20 The Training Committee**

The functions of the Training Committee (which for the avoidance of doubt is not a sub-committee of the Board of Directors), shall include the following:

- 5.20.1 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, a training policy within the industry and its various sectors, and to make recommendations to the General Council
- 5.20.2 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, training standards, methods and procedures for implementing, testing and certifying such standards
- 5.20.3 to support the function of the External Relations Committee in publicising training schemes developed and operated by the Federation.

### **5.21 The Contracts Committee**

The functions of the Contracts Committee (which for the avoidance of doubt is not a sub-committee of the Board of Directors), shall include the following:

- 5.21.1 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, a model consumer contract and guarantee, and by agreement monitor their use by Members
- 5.21.2 to develop a watching brief over developments in all matters concerning the commercial contracting role of glazing sub-contractors in the construction industry
- 5.21.3 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, commercial contract conditions and by agreement monitor their use by Members

- 5.21.4 to watch over the development and interests of window companies and fenestration system companies who operate as specialist contractors in the construction industry by giving advice and assistance in the conduct of their contracts
- 5.21.5 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, a supply only contract
- 5.21.6 to support the function of the External Relations Committee in publicising and developing the role of the Federation on commercial and consumer Contracts.

## **5.22 Health and Safety Committee**

The functions of the Health and Safety Committee (which for the avoidance of doubt is not a sub-committee of the Board of Directors), shall include the following:

- 5.22.1 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, health and safety policies within the industry and its various sectors, and to make recommendations to the General Council
- 5.22.2 to develop, in co-operation where appropriate with other persons and bodies not Members of the Federation, health and safety standards, methods and procedures for implementing, testing and certifying such standards
- 5.22.3 to support the function of the External Relations Committee in publicising health and safety schemes developed and operated by the Federation

## **5.23 The Specialist Advisory Groups**

- 5.23.1 The purposes of the Groups (which for the avoidance of doubt are not sub-committees of the Board of Directors), are:
  - 5.23.1.1 to enable Members of the Federation who have specialist interests to meet and discuss matters of particular concern within a segment of the glass and glazing industry. The said interests may comprise some or all of those defined in Rule 5.6, whether jointly or severally, and may also extend to other interests not therein defined
  - 5.23.1.2 to provide the means whereby members having specialist interests may channel their views to the appropriate person or body within the Federation or to Members at large
  - 5.23.1.3 to enable the General Council and the Board of Directors of the Federation to be informed of and involved in the specialist needs of Members
- 5.23.2 The procedures and activities of each Group shall be determined by its Members, but in such a way as not to contravene the Rules of the Federation.
- 5.23.3 A new Group may be proposed by a Group of Members of likeminded interests coming together deciding the need for such a Group, and agreeing with the General Council the form that Group should take. The approval of the General Council shall then be sought for the formation of the Group; this approval is required before the Group can be formed and recognised.
- 5.23.4 Membership of a Specialist Group shall be open to any Members of the Federation operating within the product range or service range covered by that Group.
- 5.23.5 Formation of a new Group shall be announced in the current GGF Newsletter or by electronic communication and/or by circular letter to all Members. Such notice of formation shall name the proposed Chairman of that Group and the sphere of interest which it covers. Members who qualify under the previous paragraph will then be asked to advise the Secretary if they are interested in participating in this Group.
- 5.23.6 Provided their qualification to join is accepted by the Group, they shall then be entitled to:
  - 5.23.6.1 receive notice of meetings
  - 5.23.6.2 attend such meetings as the Member may wish, and
  - 5.23.6.3 receive minutes of meetings, whether they have attended those meetings or not.
- 5.23.7 In the event of a disagreement between a Member wishing to join a Group as to whether the Member so qualifies the matter shall be referred to the Finance and Membership Committee whose decision shall be final.
- 5.23.8 The Federation will provide the services of a meeting Secretary and meeting rooms at the cost of the Federation.

- 5.23.9 For Group meetings, however, the Federation will not meet travelling and hotel expenses of members attending meetings, these remaining the liability of the Member or his company.
- 5.23.10 On formation, a Specialist Group shall elect a Chairman and a Vice-Chairman of the Group and these positions shall come up for re-election within the Group in accordance with Rule 6.0. The Group may then form an internal management committee or such working parties as it may agree.
- 5.23.11 Groups will report back to the Executive into which they are placed, and the Chairman of the Group will be entitled to sit on that Executive. Where Groups have items of policy or other matters they wish raised, these should be taken up with the Chairman of their Executive.

## **6 Officers**

- 6.1 The General Council shall elect annually a President and a Vice-President (who shall be Chairman and Vice Chairman respectively of the Board of Directors).
- 6.2 The President shall not hold office for more than two consecutive years, unless in the opinion of three-quarters of the persons present and voting at a meeting of the General Council, a break in continuity would be contrary to the interests of the Federation, in which exceptional case the period of office may be extended by one year.
- 6.3 The Chairman and Vice-Chairman of each Executive, Group and Committee shall be elected by the members of that Executive, Group and Committee.
- 6.4 The Chairmen and Vice-Chairmen of Executives, Groups and Committees shall retire in alternate years and be eligible for re-election by the appropriate Executive, Group or Committee. The retirement of members of the Board of Directors shall be governed by the Federation's Articles of Association and by Company Law.
- 6.5 Each Regional Chairman shall be elected at the Regional Annual General Meeting and shall not hold office for more than two consecutive years, unless in the opinion of three-quarters of the persons present and voting at an Annual General Meeting of the Region, a break in continuity would be contrary to the interests of the Federation, in which exceptional case the period of office may be extended for one year.
- 6.6 All Officers and Chairmen shall be Members or authorised representatives of Members at the time they are elected. If they cease to be Members or authorised representatives of Members during their term of office, they shall offer themselves for re-election within six months. Their re-election shall be subject to ratification by General Council at its next meeting.

## **7 Meetings**

- 7.1 Meetings shall take place as follows:
  - 7.1.1 The Federation shall have at least one Annual General Meeting in any calendar year and Extraordinary General Meetings may be called at the discretion of the President or as provided for in the Articles of Association of the Federation or by Company Law. Such Annual General Meetings and Extraordinary General Meetings of the Federation shall be referred to herein as "Members' General Meetings".
  - 7.1.2 The Regions shall each hold at least one General Meeting annually and additional General Meetings of the Regions may be called at the discretion of the President or at the request of not fewer than 10 Members.
  - 7.1.3 The General Council shall meet at least twice annually.
- 7.2 At the Annual General Meeting of the Federation there shall be presented for review and approval the consolidated accounts of the Federation.
- 7.3 There shall be appointed at the Annual General Meeting of the Federation the auditors and bankers to the Federation.

## **8 Meeting Procedures**

- 8.1 Meeting procedure in respect of Members' General Meetings shall be governed by the Articles of Association and Company Law. The rest of the provisions of this Rule 8 shall not apply to Members' General Meetings.
- 8.2 Except as hereinafter provided, all meetings shall be convened by a notice addressed to each person or Member entitled to attend giving not less than 21 days' notice, in the case of general meetings, or seven days' notice, in the case of other meetings.
- 8.3 A meeting shall not be invalidated by reason of the accidental omission to give notice to anyone entitled to receive notice, nor by the failure of anyone so entitled to receive a notice which has been properly sent to him.
- 8.4 The President, or in his absence the Vice-President, shall serve as Chairman at meetings of the General Council.

- 8.5 The President shall have the power to cancel or postpone any meeting not being a requisitioned meeting.
- 8.6 Any member wishing to propose a resolution at a meeting shall give not less than seven days' notice in writing to the National Secretary stating the terms of such resolution.
- 8.7 The necessary quorum at General Meetings and additional meetings of the Regions shall be ten members entitled to attend. The quorum at meetings of the General Council shall be one-third of the persons entitled to attend, and at meetings of Committees appointed by the General Council one-quarter of the persons entitled to attend.
- 8.8 In the case of emergency the President or Vice-President shall in his absolute discretion have power to convene a meeting upon a shorter notice than aforesaid and a meeting so convened shall not be invalidated thereby.
- 8.9 A resolution in writing, signed by each Member of the body entitled to attend a meeting thereof shall be as valid and effectual as if it had been passed by the majority required for the passage of such a resolution at a meeting of such body duly convened and held.

## **9 Voting Procedure**

- 9.1 Voting procedure in respect of Members' General Meetings shall be governed by the Articles of Association and Company Law. The rest of the provisions of this Rule 9 shall not apply to Members' General Meetings.
- 9.2 At all meetings questions shall be decided by a majority of Members present who have full voting rights, and voting, except in relation to matters in respect of which some other majority is specified under these Rules.
- 9.3 Technical standards which may require to be decided by a vote shall require a two-thirds majority.
- 9.4 Voting shall be by a show of hands unless a ballot is called for by any Member present, in either of which cases only Members present shall have the power to vote and each shall have one vote.
- 9.5 A ballot may be taken forthwith. The declaration by the Chairman of the meeting of the result of the voting, whether or not the number of votes cast for or against the motion is stated, shall be conclusive.
- 9.6 The Chairman shall have a casting vote.

## **10 Alteration of Rules**

None of the Rules of the Federation shall be altered or rescinded or added to except by a resolution passed by a majority consisting of two-thirds of the votes cast by those present and entitled to vote at a meeting of the Board of Directors, of which not less than 28 days' notice shall be given, setting out the proposed alteration or rescission or addition, as the case may be.

## **11 Interpretation**

If, in the interpretation or application of any of the Rules of the Federation there shall be any dispute or difference of opinion, it shall be referred to a meeting of the General Council, who by a simple majority of those present and entitled to vote, shall decide, such decisions being final and binding on all concerned.

## **12 Indemnification of Officers**

If any prosecution, action or suit at law be commenced against any Member of the Board of Directors or the General Council or the Chief Executive or any other person acting in relation to the affairs of the Federation for anything done by them in the proper or reasonable discharge of their duties, such person shall be defended and indemnified by, and at the cost of, the Federation from all damages, costs, and expenses which may be incidental to or from such prosecution, action or suit at law, and the Board of Directors is empowered to apply the property and funds of the Federation for such purpose.

## **13 Breaches of Rules**

- 13.1 The investigation of any alleged breach of the Rules shall be conducted, in the first place, by the Finance and Membership Committee or a committee thereof. They may call for attendance of any Member or employee of a Member.
- 13.2 Members shall be responsible for any breach of the Rules on the part of any agent, manager, servant or any other person directly or indirectly employed by them or acting on their behalf.

## **14 Dissolution**

- 14.1 The Federation may be dissolved by a resolution of a Members' General Meeting. Such meeting shall be convened by notice in writing of not less than 21 clear days setting out the resolution which it is proposed shall be considered and, if thought fit, passed. The resolution shall, in addition to the proposal for

dissolution, contain full proposals for procedure on dissolution, including provision for the discharge of debts and liabilities of the Federation and for the disposal of the surplus assets, the books, papers and other property of the Federation. The majority requisite for passing such a resolution shall be a majority consisting of not less than three-quarters of the Members present and voting.

**14.2** The Board of Directors shall have full power to do everything necessary for the liquidation of the affairs of the Federation.

**14.3** If on dissolution it is decided to preserve any books, documents or papers which, in the opinion of the Board of Directors are of a confidential nature, these shall be placed in the safe custody of some solicitor or accountant independent of the trade in every respect in a manner provided for by resolution.

## Appendix I

### Resignation and Termination of Membership

- 1** A Member may withdraw from the Company only in accordance with the provisions for withdrawal specified in the Rules or, in the event that the Rules do not contain any such provisions, by giving at least twenty eight clear days' notice to the Company, save that notwithstanding any provision to the contrary a subscriber may withdraw from the Company immediately by giving notice to the Company. Membership shall not be transferable.
- 2** The membership of any Member which is a body corporate shall terminate immediately on the happening of the following:
  - 2.1** (save in the event of a resolution of the Directors to the contrary in any specific case) the Member entering into any composition or arrangement (whether formal or informal) with its creditors; or
  - 2.2** (save in the event of a resolution of the Directors to the contrary in any specific case) the Member becoming the subject of a voluntary arrangement within the meaning of Section 1 of the Insolvency Act 1986; or
  - 2.3** the Member becoming unable to pay its debts within the meaning of Section 123 of the Insolvency Act 1986; or
  - 2.4** a receiver manager administrator or administrative receiver being appointed of the Member's undertaking assets or income or a substantial part thereof; or
  - 2.5** the Member passing a resolution for its winding-up or having a petition presented to any court for its winding-up or the Member ceasing, or threatening to cease, to carry on its business.
- 3** The membership of any Member who is an individual shall terminate immediately on the happening of any of the following:
  - 3.1** the Member being made bankrupt;
  - 3.2** the Member having a receiver and/or manager appointed to his assets or property or a mortgagee entering into possession of such;
  - 3.3** the Member applying to the Court for an interim order pursuant to Section 253 of the Insolvency Act 1986.
- 4** The Directors may by resolution expel a Member if the Member has failed to pay any subscription due to the Company in accordance with the Rules and does not pay any such subscription within 14 days of demand being made on him by the Company.
- 5** The General Council may by resolution expel a Member if the Member commits a material or persistent breach of the Rules or if a Member does anything which in the opinion of General Council brings or is likely to bring the Company into disrepute.

## Appendix 2

### Appeals Procedure for the GGF

#### 1 Scope

- 1.1** The following appeals procedure shall govern the administration and adjudication of appeals under Clause 5.7.3 of the Rules of the Federation (i.e. against a decision of General Council to decline to offer membership to a particular applicant or to terminate the membership of an existing member) and of appeals against a decision by a disciplinary panel, that an allegation has been proved.

## **2 Notice of Appeal**

- 2.1 Notice of appeal shall be served on the Chief Executive of the Federation within 30 days of the date on which the appellant was sent written notification of the decision against which appeal is being made.

## **3 Formation of Appeal Panel**

- 3.1 Within 7 days of receiving the notice of appeal the Chief Executive shall set up an appeal panel, which shall comprise:
  - two member representatives, who shall be members of Council not present at the meeting at which the decision subject of the appeal was made or, if no such person is available, former members of Council;
  - one senior member representative who is not a member of Council.
- 3.2 No member of the appeal panel shall have a direct business interest in the same sector of the industry as the appellant.
- 3.3 The longer serving of the two Council members shall be the chairman of the panel.

## **4 Notification of Appeal Hearing**

- 4.1 The appeal panel shall meet within 60 days of receipt by the Chief Executive of the appeal.
- 4.2 The appellant shall be given at least 21 days notice of the time, date and venue of the appeal hearing.

## **5 Representation at the Hearing**

- 5.1 The appellant may be represented at the hearing, by a member of its staff.
- 5.2 The Federation shall be represented by the President or other member of Council present at the meeting at which the relevant decision was taken.
- 5.3 A Member of Federation Staff with no previous involvement in the case shall act as clerk to the appeal panel.

## **6 Preparation for the Hearing**

- 6.1 Not less than 7 days prior to the hearing both parties shall:
  - notify the Chief Executive as to who will be representing them at the hearing
  - advise the Chief Executive of the identity of any witnesses to be called at the hearing
  - deliver to the Chief Executive any documentary evidence to be presented.

## **7 Proceedings at the Hearing**

- 7.1 The appellant's representative shall present its case and the Federation's representative shall respond.
- 7.2 Witnesses may be examined, cross-examined and re-examined. Documents and other evidence may be presented.
- 7.3 When the Federation's response to the appellant's case has been concluded, the appellant's representative shall give a brief summing up, followed by the Federation's representative.
- 7.4 Any procedural issues shall be determined by the panel chairman.
- 7.5 At the conclusion of the hearing the panel shall, after due consideration, announce its decision. This will be confirmed in writing to the appellant within 7 days.
- 7.6 The decision of the panel shall be final and binding on both parties.
- 7.7 The panel may make a recommendation to the President of the Federation as to whether its decision should be publicised.
- 7.8 The Chief Executive shall cause a record of the proceedings to be taken and shall keep this, together with any documentary evidence submitted, for a period of at least one year.



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